Scott A. Edelman (SE-5247)
Daniel M. Perry (DP-6966)
MILBANK, TWEED, HADLEY & McCLOY, LLP
1 Chase Manhattan Plaza
New York, NY 10005-1413
(212) 530-5000

Counsel for Compass Financial Partners LLC and Compass USA SPE LLC

UNITED STATES DISTRICT COURT FOR THE SOUTHERN DISTRICT OF NEW YORK

CCM PATHFINDER POMPANO BAY,)	
LLC)	Case No: 08 Civ. 5258 (JSR)
)	
Plaintiff,)	
)	
-against-	SUPPLEMENTAL DECLARATION OF
)	GABRIEL WEAVER IN SUPPORT OF
COMPASS FINANCIAL PARTNERS)	COMPASS'S MOTION FOR TRANSFER
LLC and COMPASS USA SPE LLC,	OF VENUE TO UNITED STATES
	DISTRICT COURT FOR THE DISTRICT
Defendants.	OF NEVADA

- I, Gabriel Weaver, declare as follows:
- 1. I am duly licensed to practice law in the States of New York and California, and in the United States District Court, Southern District of New York. I am an associate with the law firm of Milbank, Tweed, Hadley & McCloy LLP, ("Milbank"), counsel for Compass USA SPE LLC, and its servicer, Compass Financial Partners LLC (together, "Compass"). I submit this supplemental declaration in support of Compass's Motion for Transfer of Venue to United States District Court for the District of Nevada. I have personal knowledge of the facts stated in this declaration and, if called upon to do so, would testify competently thereto at trial.

- 2. Attached hereto as Exhibit 1 is a true and correct copy of a spreadsheet Pathfinder provided to Compass, listing the dates it received assignments of beneficial interests from Direct Lenders in each of the loans at issue.
- 3. Attached hereto as Exhibit 2 are true and correct copies of proofs of claim filed in Bankruptcy Court for the District of Nevada Case No. BK-S-06-10725 (LBR), by "ALAN SIMON & CAROL SIMON TTEES OF THE SIMON FAMILY TRUST 2000" and "LARRY APIGIAN & LEONA APIGIAN HWJTWROS."

I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct.

Executed this 21st day of July, 2008 in Los Angeles, California.

Gabriel Weaver

Exhibit 1

Name_Index	Investment1	Closing Date	
April 10. '07			Bay Pompano
Bolino	\$75,000	12/21/2006 *	
Dickinson	\$100,000	12/21/2006 *	
Magrisi and Dickinson	\$50,000		
Dietzman	\$50,000	12/21/2006	
Eichhorn	\$100,000	12/21/2006	
Натт	\$50,000	12/21/06	
Hayward	\$100,000	12/21/2006 *	
Quinn	\$50,000	12/21/06	
Samuels	\$100,000	12/21/2006 *	
Sapourn Legacy	\$150,000	12/21/2006 *	
Sargent	\$50,000		
First Savings	\$50,000	12/21/2006	
Vivero	\$50,000	12/21/2006 *	
Cady	\$100,000	12/29/06	
Cecil	\$50,000	12/29/06	
Dean	\$50,000	12/29/06	
Harding	\$50,000	12/29/06	
Kovacs	\$100,000	12/29/06	
Labadia	\$50,000	12/29/06	
LeMar	\$50,000		
Nogaim	\$50,000	_	
First Savings	\$50,000	1/9/07	
AIG Limited/Alves	\$100,000	1/12/07	
Barbells	\$50,000	1/12/07	
Chelew	\$100,000	1/12/07	
Sierra West	\$50,000	1/12/07	
Herdman	\$50,000	1/12/07	
Markwell	\$50,000	1/12/07	
Sterling	\$50,000	1/12/07	
Addy	\$50,000	1/16/07	
Casebolt	\$50,000	1/16/07	
Goehner	\$65,000	1/16/07	
Goldman	\$100,000	1/16/07	
Melvin	\$100,000	1/16/07	
Shope	\$50,000	1/16/07	
Sigmen	\$200,000	1/16/07	

				Γ
Wahl	\$60,000	1/16/07		
Flannery	\$50,000	1/22/07	Bay Pompano	
Gladstone-Katz	\$150,000	1/22/07		
Brening	\$50,000	1/29/07		
Christ	\$50,000	1/29/07		
Godfrey	\$100,000	1/29/07		C
Woldorsky	\$150,000	1/29/07		as
Jellison	\$50,000	2/16/07		e 1
Di Meo	\$50,000	2/23/07		:08
Archer	\$50,000	3/9/07		3-c
Busse	\$75,000	3/9/07		∨-0
Eyre	\$50,000	3/9/07		52
Fine	\$50,000	3/9/07		58
Goldenthal	\$100,000	3/9/07		JS
Guptail	\$50,000	3/9/07		R
Trepp	\$90,000	3/9/07		
Rothberg	\$100,000	3/12/07		Do
Vrbancic	\$50,000	3/12/07		cur
Ayers	\$50,000	3/15/07		ne
Halseth	\$200,000	3/15/07		nt 2
Lamph	\$370,000	3/30/07		26
May 8, '07				2
Kohler	\$100,000	4/16/07		-
Jenkins	\$200,000	2/8/07		ile
June 11, '07				d 07
Jenkins	\$75,000	5/10/07		7/2
Cadwallader	\$50,000	5/10/07		1/2
Martineau	\$50,000	2/16/07		908
Singer	\$50,000	6/12/07		3
July 16, '07				P
Bay 370 Vreeland	\$50,000	6/12/07		ag
Bay 387 Zavosh	\$50,000	6/12/07		e 3
Bay 94 DeHart/Hooks	\$100,000	6/14/07		of
Bay 39 Bonfiglio	\$100,000	6/20/07		8
Bay 205 Kreykes	\$100,000	6/20/07		
Bay 165 Harshman	\$100,000	6/20/07		$\overline{}$
Bay 82 Dahlke	\$50,000	6/20/07		\top
Bay 372 Wade	\$50,000	6/22/07		

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	npano																		
	Bay Pompano																		
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6/26/07	7/2/07	7/2/07	2/6/07	7/6/07		10/2/07	10/29/07	10/29/07	10/29/07		10/29/07								
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\$100,000	\$50,000	\$100,000	\$85,000	\$50,000		\$200,000	\$50,000	\$50,000	\$50,000		\$50,000	\$6.445.000							
															≠ <i>ù</i>				
Davis	rLP	orGo	rIRA	Jelli							neider				om Deb FAmeric				
Bay 90 S & P Davis	Bay 207 Jester LP	Bay 348 KTaylorGo	Bay 347 Taylor IRA	Bay 360 Tuffanelli			Bay 85 Davis	Bay 87 Davis	Bay 385 Yegen	3, '08	Bay 317 - Schneide				*Purchased from Debt Acquisition of America				
Bay 90	Bay 20	Bay 34	Bay 34	Bay 36	Oct. 4, '07	Wara	Bay 85	Bay 87	Bay 38	May 13, '08	Bay 3				*Purch				

0	\sim
Gramercy	Uι

Name_Index	Invest Amt	Closing Date
June 11, '07		
Alves	\$ 50,000	5/23/07
Simmtex	100,000	5/23/07
First Savings of DeMaine	50,000	5/23/07
Deull	50,000	5/23/07
Gittelman	50,000	5/23/07
Hecker/Rosenfield	50,000	5/23/07
Huppi	50,000	5/23/07
Leaf	50,000	5/23/07
Lundin	100,000	5/23/07
First Savings of McLaws	55,000	5/23/07
Mehler	75,000	5/23/07
Shah	50,000	5/23/07
Thompson	200,000	5/23/07
Терр	100,000	5/23/07
Wright	50,000	5/23/07
Yonai	50,000	5/23/07
Postigo	85,000	5/25/07
Campbell	100,000	5/29/07
Lenk	50,000	5/30/07
Apigian	50,000	6/8/07
Fuller	50,000	6/8/07
	50,000	6/8/07
Molitch (Marilyn and Matthew)	75,000	6/8/07
Robbins	50,000	6/8/07
Stein Debart/Uselse	75,000	6/13/07
Dehart/Hooks	50,000	6/13/07
Dunton	· ·	
Marshall	50,000	6/13/07
Sailon	50,000	6/13/07
Schultz	50,000	6/13/07
Simon	50,000	6/13/07
Sparks	50,000	6/13/07
Eames	50,000	6/14/07
Still	50,000	6/14/07
Stimpson	50,000	6/14/07
Kostechko	100,000	6/19/07
Bonofiglio	100,000	6/20/07
Denny	72,000	6/20/07
Gehle	50,000	6/20/07
Miller	50,000	6/20/07
Rogers	60,000	6/20/07
Trepp	50,000	6/20/07
Ezra	75,000	7/2/07
Corley	75,000	7/2/07
July 16, '07 Update		7/0/07
Salvatore Capodici & Mary Capodici	\$ 100,000	7/2/07
First Savings Bank Custodian For Ellis L. Elgart IRA	50,000	7/2/07
George Minar & Virginia Minar	50,000	7/2/07
Bunny C. Vreeland	50,000	7/2/07

Gramercy Ct

Eugene W. Cady & Sandra L, Cady	275,000	7/10/07
First Savings Bank Custodian For Howard Molitch IRA	68,000	7/10/07
Celso Acosta	50,000	7/11/07
Gail Hodes	50,000	7/11/07
Houghton Dental Corp Profit Sharing Plan for benefit of Geraldine Houghton	100,000	7/11/07
William J. Ovca Jr. Trustee of the Ovca Associates Inc. Defined Pension Plan	75,000	7/11/07
KTaylorGO Investments LTD a Texas company	100,000	7/11/07
Robert M. Taylor & Lettie Ladelle Taylo	50,000	7/11/07
Aug. 1, '07 Update		
Evie Dean Trustee of the Evie Dean 2000 Trust dated 12/12/00	\$ 50,000	7/24/07
Evelyn Matonovich Trustee of the Matonovich Family Trust dated 5/16/73 (KWA31	50,000	7/24/07
Evelyn Matonovich Trustee of the Matonovich Marital Trust UAD 1/25/77	70,000	7/24/07
Yankee Holdings LLC an Arizona corporation	50,000	7/30/07
Oct. 4 '07 Update		
Gram 22 Jerome Block	\$ 50,000	8/21/2007
Gram 121 Gayle Hall	50,000	8/21/2007
Gram 180 Robert Levy and Renee Levy	50,000	9/20/2007
Gram 218 Douglas O'Herron	50,000	8/21/2007
Gram 224 Sierra Health Services	1,000,000	9/19/2007
Gram 140 Hobbs	55,000	10/3/2007
Gram 314 Walter	50,000	10/3/2007
Gram 302 Urban	50,000	10/3/2007
Gram 105 Susan Gackenbach	200,000	10/3/2007
May 13, '08 Update		
Gram 45 Thomas Clarke	50,000	10/16/2007
Gram 74 Heidi Dixon	60,000	10/16/2007
Gram 106 David Gackenbach	150,000	11/9/2007
Gram 113 Gladstone-Katz	100,000	11/9/2007
Gram 146 Hilary Huffman	50,000	1/3/2008
Gram 216 Olga O'Buch	50,000	1/3/2008
Gram 77 Glenn Donahue	50,000	2/19/2008
Gram 163 Evelyn Kitt	50,000	2/19/2008
Gram 76 Michael Donahue	50,000	3/17/2008
Total:	\$ 6,200,000	
Total:		and the second of the second o

	Case Nath Land Case Nath Case Nath	Document 26-2	Invited Am t21/2008	Page Closing Date
May 8, '07				
AIG		\$	50,000	2/1/07
Rothberg			50,000	
Surber			50,000	
Gackenbach			100,000	
Houston			100,000	
Jellison			50,000	
Jones			50,000	
Shier Chickeri	na		50,000	
Barish/Simme			50,000	
Woldorsky			50,000	
First Savings ((Jellison)		60,000	
Halseth	(democr)		100,000	
Helms, Terry			2,000,000	
Miller			50,000	
Raker			50,000	·····
Carsten			80,000	
PLB			65,000	
			50,000	
Schultz			50,000	
Brice				
Prakelt			50,000	
Kohler			75,000	
Lifton			50,000	
Trager			100,000	
Coffin			50,000	· · · · · · · · · · · · · · · · · · ·
Doerr			85,000	
Olds			50,000	
Spencer			60,000	
Threlfall			100,000	············
Yonai	· · · · · · · · · · · · · · · · · · ·	***************************************	75,000	· · · · · · · · · · · · · · · · · · ·
Shackelford			50,000	<u> </u>
First Savings	(Sharp)		50,000	<u> </u>
Area 2			50,000	
Collins			50,000	5/1/07
Henningsen			50,000	5/1/07
Gerwin			330,000	5/2/07
Heinen			100,000	5/2/07
Herrman			50,000	· · · · · · · · · · · · · · · · · · ·
Kiven			50,000	
Tysseling			100,000	
Cadwallader			50,000	
Elgart			50,000	
Oldham			50,000	
First Savings	(Shelley)		75,000	
Graham			50,000	
Greenberg			50,000	
Halfter			50,000	5/4/07
Stryks Shaw			50,000	5/4/07
Virga			50,000	5/4/07
Cohen			50,000	

Kebble Case 1:08-cv-05258-JSR Doc	ument 26-2 Filed 07/21/205@000	Page 8 of /4/07
Flood Palm Ha	arbor Purchase Report 50,000	
Keith	150,000	5/8/07
Hagberg	100,000	5/8/07
Campbell, Bob	70,000	5/8/07
Klevay	50,000	5/14/07
Rafferty	50,000	5/15/07
Kwiatkowski	50,000	5/16/07
June 11, '07		
Ferguson	\$ 50,000	5/10/07
Stater Family LP	300,000	5/10/07
Dahlke	50,00	5/12/07
Voglis	50,00	5/17/07
Martineau	50,00	
Routsis	50,00	
Rieger	50,00	
Haider	50,00	0 5/21/07
Willett	50,00	
Geisser	50,00	
July 16, '07		
Palm 167 Dehart	\$ 100,00	0 6/14/07
Palm194 Mineconzo	50,00	0 7/2/07
Palm280 KTaylorGo	100,00	0 7/2/07
Palm169 Kreykes	50,00	0 7/2/07
Palm173 Lampert	60,00	0 7/2/07
Palm 110 Ghidossi	55,00	0 7/18/07
Aug. 1, '07		
Palm 2 Liberty Resource Management, Corp	\$ 200,000	7/16/07
Oct. 4, '07		
Palm 1 Acosto	\$ 50,000	8/1/2007
Palm 65 Davis Investments	300,000	9/17/2007
Palm 241 Romonoski	65,000	9/17/2007
Palm 308 Zenor	50,000	10/11/2008
Palm 224 Pidgeon	100,000	10/11/2008
Palm 36 Burlingame	70,000	10/11/2008
May 13, '08		
Palm 55 Iris Corley	50,000	1/28/2008
Palm 254 Ryan Shane and Tracy Benson- Shane	50,000	1/28/2008
Palm 54 Billy James Corley	50,000	2/19/2008
Palm 106 Thorton Garth	50,000	3/26/2008
Palm 249 Irwin Schneider	50,000	4/10/2008
Total:	\$ 8,025,000	

Exhibit 2

Creditor: (2861460) LARRY APIGIAN & LEONA APIGIAN HWJTWROS 172 WOODLAND RD GOLDENDALE WA 98620 Claim No: 1962 Filed: 01/12/2007 Entered: 01/12/2007 Status: Filed by: CR

Entered by: BMC GROUP, INC.

Modified:

Unsecured claimed: \$178150.36
Secured claimed: \$178150.36
Total claimed: \$356300.72

History:

 $\underline{1962-1}$ 01/12/2007 Claim #1962 filed by LARRY APIGIAN & LEONA APIGIAN HWJTWROS ,

total amount claimed: \$356300.72 (BMC GROUP, INC.)

Description:

Remarks: (1962-1) Original Proof of Claim received at BMC on 1/10/2007.

ORM B10 (Official Form 10) (10/05)		7					
United States Bankruptcy Court	DISTRICT OF Nevada	PROOF OF CLAIM					
Name of Debtor USA Commercial Mortgage Compan	Case Number NU 06-10725-LBR						
NOTE: This form should not be used to make a claim for an administ of the case. A "request" for payment of an administrative expense ma	trative expense arising after the commencement y be filled pursuant to 11 U.S.C. § 503.						
ame of Creditor (The person or other entity to whom the else has filed a proof of claim relating to your claim. Attach copy of statement giving particulars. Check box if you are aware that anyone else has filed a proof of claim relating to your claim. Attach copy of statement giving particulars. Check box if you have never received any							
Name and address where notices should be sent: 172 WOOD LAND RO MACLE WA 98620 Check box if the address differs from the							
Telephone number: (509) 773 - 6901	check box if the address differs from the address on the envelope sent to you by the court. Check here replaces	THIS STACT: IS HOR COURT USE ONLY					
Last four digits of account or other number by which creditor identifies debtor:	d claim, dated:						
1. Rasis for Claim Goods sold Services performed Money loaned Personal injury/wrongful death	Retiree benefits as defined in I Wages, salaries, and compensa Last four digits of your SS #: _ Unpaid compensation for servi	tion (fill out below)					
Taxes See Exhibit A	(date)	(date)					
2. Date debt was incurred: Jan, 2004	3. If court judgment, date obtained						
b) your claim exceeds the value of the property securing it, or if c) only part of your claim is entitled to priority. Unsecured Priority Claim	Unsecured Nonpriority Claim \$ 178,150.36 Check this box if: a) there is no collateral or lien securing your claim, or b) your claim exceeds the value of the property securing it, or if c) none or only part of your claim is entitled to priority. Unsecured Priority Claim Check this box if your claim is secured by collateral (including a right of setoff). Brief Description of Collateral: Real Estate Motor Vehicle Other— Value of Collateral: Value of Collateral: Amount of arrearage and other charges at time case filed included in recurred claim, if now \$ 3,150,36						
Specify the priority of the claim: Domestic support obligations under 11 U.S.C. § 507(a)(1)(A) (a)(1)(B)		usehold use - 11 U.S.C.					
Wages, salaries, or commissions (up to \$10,000),* earned with days before filing of the bankruptcy petition or cessation of the deb business, whichever is earlier - 11 U.S.C. § 507(a)(4). Contributions to an employee benefit plan - 11 U.S.C. § 507(*Amounts are subject to adjustment on 4/	of 11 U.S.C. § 507(a)(). 1/07 and every 3 years thereafter					
Total Amount of Claim at Time Case Filed: Check this box if claim includes interest or other charges in ac interest or additional charges.	(uraccured) (secured) (Idition to the principal amount of the claim. Attac	priority) (Total) th itemized statement of all					
 Credits: The amount of all payments on this claim has bee making this proof of claim. Supporting Documents: Attach copies of supporting documents, invoices, itemized statements of running accounts, contagreements, and evidence of perfection of lien. DO NOT SE documents are not available, explain. If the documents are vol B. Date-Starsped Copy: To receive an acknowledgment of the addressed envelope and copy of this proof of claim. Date Sign and print the name and title, if any, of 	nents, such as promissory notes, purchase racts, court judgments, mortgages, security ND ORIGINAL DOCUMENTS. If the uminous, attach a summary. filing of your claim, enclose a stamped, self-	Thin Simali is him Count Ush Only					
file this claim (attach copy of power of att							

Larry Apician + LEONA Apician, husband + wife as joint tenents with right of survivorship

EXHIBIT A

To Proof Of Claim

A. Amount Of Claim

Total Amount Invested With USA Commercial Mortgage: 216,666.67
 Interest Due From March 1, 2006 through April 12, 2006: 3,150.36
 Minus total amount of previously filed A-4 claims by Debtor for Diverted Principal: 41,666.67

Debtor for Diverted Principal:¹
4. TOTAL CLAIM

(line 1 plus (+) line 2 minus (-) line 3):

178, 150.36 :

Basis of Claim

B.

__This Proof of Claim is intended to cover claims for the following:

- a. breach of fiduciary duties that have resulted in the erosion of principal investments and the value of collateral based on triggering of default rate interest rates, late fees, foreclosure costs and fees, maintenance expenses, marketing expenses and market conditions;
- b. fraudulent misrepresentations related to the value of collateral, and the failure to disclose insider involvement in loans, which have resulted in the erosion of principal investments and the value of collateral;
- c. unpaid interest on investments;
- d. any prepetition claims against the Debtor related to, or arising our of, what has been labeled by this Court as Prepaid Interest; and
- e. improperly levied prepetition loan serving fees and collection fees (in some, but not all, cases).

¹This Proof of Claim is not intended to amend or replace previously filed Claims for Diverted Principal (the "Diverted Principal Claim"). This Proof of Claim sets forth additional claims unrelated to Diverted Principal. The total amount of this creditor's claim is equal to the total of the two Proofs of Claim (the Diverted Principal Claims filed by the Debtor, plus this Proof of Claim).

²Because it is presently impossible to accurately calculate the total value of all collateral for this claim, the total claim amount is being submitted as <u>both a secured and unsecured claim</u> in order to fully preserve, protect and assert any and all claims to the extent they be either secured or unsecured.

LARRY APIGIAN & LEONA APIGIAN, husband + wife, as Joint Tenants with right of survivorship EXHIBIT B

To Proof Of Claim

Attached are Loan Statements in support of this claim.



4484 S. Pecos Rd. Las Vegas NV 89121 For questions regarding your statement please contact us at 1-888-921-8009 or 702-734-2400

Statement Information

Larry Apigian 172 Woodland Road Goldendale, WA 98620

Page Count	1
Statement As Of	02/28/2006
Payment Method	Direct Deposit

Payment Summary

Account Lany	Apigian & Leona A	nigian, husband & wife, as	joint tenants with right of survivorship
Total Investments	Total Principal	Total Interest Paid	Total Amount Paid
4	\$ 0.00	\$ 2,051.40	\$ 2,051.40

Transaction Detail

Translated Yes From	Date To Date	Beginning Bulance	Ending Balance	Amount Paid
Investment: Bundv Canvon Interest Payment 02/0	Original Inves 02/28/2006	stment: \$ 50,000.00 \$ 50,000.00	IR: 12.00% \$ 50,000.00	YTD Interest: \$ 1,500.01 \$ 466.67
Totals:		\$ 50,000.00	\$ 50,000.00	S 466.67
Investment: Freeway 101 Interest Payment 02/01	Original Inves 02/28/2006	tment: \$ 50,000.00 \$ 41,666.67	IR: 12.00% \$ 41,666.67	YTD Interest: \$ 1,250.01 \$ 388.89
Totals:		\$ 41,666.67	\$ 41,6 6 6.67	\$ 388.89
Investment: Gramercy Court Interest Payment 02/0	Original Inves 02/28/2006	stment: \$ 50,000.00 \$ 50,000.00	IR: 12.00% \$ 50,000.00	YTD Interest: \$ 1,500.01 \$ 466.67
Totals:		\$ 50,000.00	\$ 50,000.00	\$ 466.67
Investment: Mariton Square Interest Payment 02/0:	Original Inves 02/28/2006	tment: \$ 75,800.00 \$ 75,000.00	IR: 12.50% \$ 75,000.00	YTD Interest: \$ 2,343.75 \$ 729.17
Totals:		\$ 75,000.00	\$ 75,000.00	\$ 729.17

Full Account Summary

	A Thomas Top Sain Museupt	wife, as joint tonants with right of survivorship
Total Originally Invested	Total Remaining Invested	Total YTD Interest
\$ 225,000.00	\$ 216,666.67	\$ 6,593.78

For a detailed breakdown of your statement or additional account information, please visit http://www.tdinvestments.com

Remarks: (1909-1) Original Proof of Claim received at BMC on 1/10/2007.

Filed 07/21/2008 Page 7 of 19 1 of 1

Creditor: (2860688)Claim No: 1909 Status: ALAN SIMON & CAROL SIMON TTEES Filed: 01/11/2007 Filed by: CR OF THE Entered by: BMC GROUP, INC. Entered: 01/11/2007 SIMON FAMILY TRUST 2000 Modified: ALAN SIMON & CAROL SIMON TTEES 1800 WALDMAN AVE LAS VEGAS NV 89102-2437 Unsecured claimed: \$101433.34 Secured claimed: \$101433.34 claimed: \$202866.68 Total History: 1909-1 01/11/2007 Claim #1909 filed by ALAN SIMON & CAROL SIMON TTEES OF THE, total amount claimed: \$202866.68 (BMC GROUP, INC.) Description:

FORM B10 (Official Form 10) (10/05)

UNITED STALLS BANKRUPTCY COURT		Dist	RICT O	F Nevad	a	PROOF OF CLAIM
Name of Dubtor USA Commercial Morto	gage Company	Case N	numper 0	6-10725	-LBR	THOSE OF SERVIN
NOTE This form should not be used to make a of the case. A request for payment of an adm						
Name of Creditor (The person or other entity to debtor owes money or property) Alan Simon & Carol Simon Tru- Simon Family Trust 2000	• •	else h your giving	as filed a claim A particul	a proof of o ttach copy lars	are that anyone claim relating to of statement	
Name and address where notices should be set Alan Simon & Carol Simon ttees 1800 Waldman Accept 2427	nt	notice case	s from i	he bankrup	ever received any otey court in this differs from the	
Las Vegas NV 89102-2437 Telephone number 702-387-3331		addre		envelope	sent to you by	THIS SPACE IS FOR COURT USE ONLY
Last four digits of account or other number by identifies debtor	which creditor		k here claim	replaces amenda	a previously fil	ed claim dated
1 Resis for Claim Goods sold Services performed ✓ Money loaned Personal mjury/wrongful death Taxes see exhibit A			☐ W La Ui	ages salar ist four dig apaid com		
2 Date debt was incurred April, 200	2	3.	If com	rt judgme	nt, date obtaine	d
A Classification of Claim Check the approse See reverse side for important explanations Unsecured Nonpriority Claim \$\frac{101,4}{2}\$ Check this box if a) there is no collater b) your claim exceeds the value of the proper only part of your claim is entitled to priority Unsecured Priority Claim Check this box if you have an unsecured entitled to priority Amount entitled to priority \$\frac{1}{2}\$ Specify the priority of the claim Domestic support obligations under 11 U(a)(1)(B) Wages salaries, or commissions (up to \$\frac{1}{2}\$ days before filing of the bankruptcy petition of business whichever is earlier - 11 U S C \\$ 50 Contributions to an employee benefit pl	al or lien securing your ty securing it or if c) is it claim all or part of will S C § 507(a)(1)(A) or 10,000),* carned within a cessation of the debto 17(a)(4)	claim, or one or hich is	Amou secure Up to \$2 or service \$507(a) Taxes or Other	Check this to f setoff) Brief Description Real Envalue of Count of arread claim if the ces for person (7) penalties Specify ap	box if your claim ription of Collater state Motor follateral Sulf rage and other chi r any \$ 1,433 leposits toward pi sonal family or h owed to governm plicable paragrap of adjustment on 4	ral Vehicle Other—— urges at time case filed included in
5 Total Amount of Claim at Time Ca Check this box if claim includes interest		_	101,4 (unsecus e princip	ed)	(secured) of the claim Atta	101,433 34 (priority) (Total) ach itemized statement of all
interest or additional charges 6 Credits The amount of all payments	on this claim has been	credited a	nd dedu	cted for th	e purpose of	THIS SPACE IN FOR COURT USE ONLY
making this proof of claim 7 Supporting Documents Attach copies orders invoices itemized statements of reagreements and evidence of perfection of documents are not available, explain if it 8 Date-Stamped Copy To receive an acluddressed envelope and copy of this proof	inning accounts, contra of lien DO NOT SENI the documents are volunt anowledgment of the fil	icts, court D ORIGII minous at	j udgme r NAL DC tach a su	nts, mortga OCUMENT Immary	ges, security	
file this claim (attach	me and title if any, of the copy of power of attor	mey, if any	y) .		uthorized to	

EXHIBIT A

To Proof Of Claim

A. Amount Of Claim

4 TOTAL CLAIM (line 1 plus (+) line 2 minus (-) line 3):	\$ 101,433.342
3 Minus total amount of previously filed A-4 claims by Debtor for Diverted Principal 1	[\$ 1,164 97]
2 Interest Due From March 1, 2006 through April 12, 2006	\$ 1,433 34
1 Total Amount Invested With USA Commercial Mortgage	\$ 101,164 97

B Basis of Claim

This Proof of Claim is intended to cover claims for the following

- a breach of fiduciary duties that have resulted in the erosion of principal investments and the value of collateral based on triggering of default rate interest rates, late fees, foreclosure costs and fees, maintenance expenses, marketing expenses and market conditions,
- b fraudulent misrepresentations related to the value of collateral, and the failure to disclose insider involvement in loans, which have resulted in the erosion of principal investments and the value of collateral,
- c unpaid interest on investments,
- d any prepetition claims against the Debtor related to, or arising our of, what has been labeled by this Court as Prepaid Interest, and
- e improperly levied prepetition loan serving fees and collection fees (in some, but not all, cases)

¹This Proof of Claim is not intended to amend or replace previously filed Claims for Diverted Principal (the "Diverted Principal Claim") This Proof of Claim sets forth additional claims unrelated to Diverted Principal The total amount of this creditor's claim is equal to the total of the two Proofs of Claim (the Diverted Principal Claims filed by the Debtor plus this Proof of Claim)

²Because it is presently impossible to accurately calculate the total value of all collateral for this claim, the total claim amount is being submitted as both a secured and unsecured claim in order to fully preserve, protect and assert any and all claims to the extent they be either secured or unsecured

EXHIBIT B

To Proof Of Claim

Attached are Loan Statements in support of this claim



4484 S Pecos Rd Las Vegas NV 89121

pd except \$1.164.97 diverted

For questions regarding your statement please contact us at 1-888-921-8009 or 702-734-2400

Statement Information

fallerilderheblinderildelebeldhebbl Alan Simon 1800 Waldman Ave Las Vegas, NV 89102

Page Count	1
Statement As Of	02/28/2006
Payment Method	Direct Deposit

Payment Summary

Account Alan S	umon & Carol Simo	n Trustees of the Simon Fa	amily Trust 2000	
Total Investments	Total Principal	Lotal Interest Paid	Total Amount Paid	
3	\$ 0 00	\$ 1,400 01	\$ 1,400 01	

Transaction Detail

Transaction Type	From Date	To Date	Beginning Balance	Ending Balance	Amount Paid
Investment Bundy (Canvon 02/01/2006	Original Invest 02/28/2006	tment \$ 50,000 00 \$ 50 000 00	IR 12 00% \$ 50 000 00	YTD Interest \$ 1,500 01 \$ 466 67
Totals			\$ 50,000 00	\$ 50,000 00	\$ 466 67
Investment Gramer Interest Payment	cev Court 02/01/2006	Original Invest 02/28/2006	tment \$ 50,000 00 \$ 50 000 00	IR 12 00% \$ 50 000 00	YTD Interest \$ 1,500 01 \$ 466 67
Totals			\$ 50,000 00	\$ 50,000 00	\$ 466 67
Investment Roam D Interest Payment	Development 02/01/2006	Original Inves 02/28/2006	tment \$ 50,000 00 \$ 50 000 00	IR 12 00% \$ 50 000 00	YTD Interest \$ 1,500 01 \$ 466 67
Totals			\$ 50,000 00	\$ 50,000 00	\$ 466 67

Full Account Summary

Account Alan Simon &	Carol Simon Trustees of the	Simon Family Trust 2000	
Total Originally Invested	Total Remaining Invested	Total YTD Interest	
\$ 150,000 00	\$ 150,000 00	\$ 4,500 03	

For a detailed breakdown of your statement or additional account information, please visit http://www.tdinvestments.com

Rec 3/13/06